

# River City Softball Club

## BY-LAWS

(Updated 2023)

### ARTICLE 1 – NAME

The name of the society is the **River City Softball Club**.

### ARTICLE 2 – BOUNDARIES

The Club will operate within the city limits of the City of Edmonton otherwise known as “Zone 6” with Softball Alberta.

### ARTICLE 3 – DEFINING AND INTERPRETING THE BYLAWS

#### 3.1 Definitions

In these Bylaws, the following words have these meanings.

- 3.1.1 **Act** means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 3.1.2 **Annual General Meeting** means the annual general meeting described in Article 5.1.
- 3.1.3 **Board** means the Board of Directors of this Society.
- 3.1.4 **Bylaws** means the Bylaws of this Society as amended.
- 3.1.5 **Director** means any person elected or appointed to the Board. This includes the President.
- 3.1.6 **General Meeting** means the Annual General Meeting and a Special General Meeting.
- 3.1.7 **Member** means a Member of the Society.
- 3.1.8 **Director** means any Director listed in Article 7.2.
- 3.1.9 **Registered Office** means the registered office for the Society.
- 3.1.10 **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Society.

- 3.1.11 **Society** means the RIVER CITY SOFTBALL CLUB.
- 3.1.12 **Special Meeting** means the special general meeting described in Article 6.2
- 3.1.13 **Special Resolution** means:
- 3.1.13.1 A resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;
  - 3.1.13.2 A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
  - 3.1.13.3 A resolution agreed to in writing (Hand written) or via email by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.
- 3.1.14 **Voting Member** means a Member entitled to vote at the meetings of the Society.

## ARTICLE 4 – OBJECTS OF THE SOCIETY

### 4.1 Objectives

River City Softball Club main objective is to help grow the game of softball by providing opportunities for all Players and Coaches to develop their skills on and off the field.

## ARTICLE 5 – MEMBERSHIP

### 5.1 Classification of Members

Any member or participant of a River City Softball Club Team, upon payment of the membership fee will be classified as a member in good standing, provided he/she agrees with the objectives of the club. There are four categories of Members:

- 5.1.1 **Family Members** reside in one household and act as a family unit, where a minor participates as a player or coach for the club.
- 5.1.2 **Single Member** any adult over the age of the majority who acts as a player, coach, manager, or provides service to the club.
- 5.1.3 **Honorary Life Member** may be conferred upon anyone who has provided service to the Society for more than 20 years or has made significant, positive contributions to the Society. The decision for presenting candidates for life memberships to the membership will be at the discretion of the Board of Directors.
- 5.1.4 **Associate Member** is a non-voting member (any business or institution who supports the Society or non-resident person who wishes to support the Society).

## 5.2 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 5.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

## 5.3 Membership Fees

- 5.3.1 The membership year is September 1 to August 31.
- 5.3.2 The Board sets annual membership fees for each category of Members at the Annual General Meeting.

## 5.4 Rights and Privileges of Members

- 5.4.1 **Any Member** in good standing is entitled to:
  - 5.4.1.1 receive notice of meetings of the Society;
  - 5.4.1.2 attend any meeting of the Society;
  - 5.4.1.3 speak at any meeting of the Society; and
  - 5.4.1.4 Exercise other rights and privileges given to Members in these bylaws.
- 5.4.2 **Voting Members:**

Only Members in good standing (as defined in Article 5.4.3) can vote at meetings of the Society based on the following:

  - 5.4.2.1 Family Members are eligible for one vote per household.
  - 5.4.2.2 Single Members are eligible for one vote per household.
  - 5.4.2.3 Honorary Life Members are eligible for one vote per member.
- 5.4.3 **Member in Good Standing:**
  - 5.4.3.1 has paid membership fees or other required fees to the Society; and
  - 5.4.3.2 is not suspended as a Member as provided under Article 5.5.

## **5.5 Suspension of Membership**

### **5.5.1 Decision to Suspend**

The Executive Committee will be empowered to expel any member from membership or a Board Member from office for one or more of the following reasons:

- 5.5.1.1 if the Member has failed to abide by the Bylaws;
- 5.5.1.2 if the Member has been disloyal to the Society;
- 5.5.1.3 if the Member has disrupted meetings or functions of the Society;  
or
- 5.5.1.4 if the Member has done or failed to do anything judged to be harmful to the Society.

### **5.5.2 Notice to the Member**

- 5.5.2.1 The affected Member will receive notice via Email or Hand Written of the Executive Committee's intention to deal with whether that Member should be suspended or not. The Member will receive at least fourteen (14) days' notice before the Special Meeting.
- 5.5.2.2 The hand written notice will be sent by registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.
- 5.5.2.3 The notice will state the reasons why suspension is being considered and the length of time for the suspension.

### **5.5.3 Decision of the Board**

- 5.5.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.
- 5.5.3.2 The Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board.
- 5.5.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote. Quorum for such a hearing will be two-thirds (2/3) of the Executive Officers.
- 5.5.3.4 The decision of the Board is final.

## **5.6 Termination of Membership**

### **5.6.1 Resignation**

- 5.6.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.
- 5.6.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.
- 5.6.1.3 The Membership of a Member is ended upon their death.

### **5.6.2 Deemed Withdrawal**

- 5.6.2.1 If a Member has not paid the annual membership fees, the Member is considered to have submitted his resignation.
- 5.6.2.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

### **5.6.3 Expulsion**

- 5.6.3.1 The Executive Committee will be given the power to expel any members from membership or a Board Member from office for any conduct deemed injurious to the league or its purposes. The decision of the Executive Committee is final.
- 5.6.3.2 All complaints heard before the Executive Committee must be in writing and marked 'Confidential and Without Prejudice'. Such complaints must specify the bylaw violation or injurious behavior and cite attempts at discipline prior to the complaint being filed.
- 5.6.3.3 Pending a full and proper hearing, such Member or Director will be placed on suspension.
- 5.6.3.4 The Member or Director will be given 14 days written notice via email, registered mail or hand delivery for the hearing. The Executive Committee will hear the Member's or Director's case.
- 5.6.4.5 To reach a quorum for such a hearing two thirds of the Executive Committee and five members in good standing must be present.
- 5.6.4.6 The Executive Committee will debate the matter "in private" and render a written decision within 48 hours. [\[M1\]](#)
- 5.6.3.7 At the conclusion of the hearing the majority vote of the Executive Committee will prevail.

- 5.6.3.8 If the individual fails to attend the hearing without reason, the termination will be effective immediately.
- 5.6.3.9 The Board of Directors may remove any Director from office, without a hearing, if he/she is absent from any three (3) consecutive meetings without regrets.
- 5.6.3.10 On passage of the Executive Committee decision, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

### **5.7 Transmission of Membership**

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

### **5.8 Continued Liability for Debts Due**

Although a Member ceases to be a Member, by death, resignation, or otherwise, he/she is liable for any debts owing to the Society at the date of ceasing to be a Member.

### **5.9 Limitation on the Liability of Members**

No Member is, in his individual capacity, liable for any debt or liability of the Society.

## **ARTICLE 6 – MEETINGS OF THE SOCIETY**

### **6.1 The Annual General Meeting**

- 6.1.1 **The Society** holds its Annual General on or before the 31<sup>st</sup> of October to present the financial report and election of officers. The Board sets the place, day, and time of the meeting.
- 6.1.2 **The Secretary** will send out a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice will state the time, date, and location of the Annual General Meeting, and any business requiring a Special Resolution. (In the event that the AGM can not be held in a physical location, Video conferencing will be allowed to be used to facilitate the meeting.)

### 6.1.3 **Agenda for the Meeting**

The Annual General Meeting deals with the following matters:

- a) adopting of the agenda;
- b) adopting of the minutes of the last Annual General Meeting;
- c) considering the President's report;
- d) reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e) appointing the auditors;
- f) elections;
- g) considering matters specified in the meeting notice.

### 6.1.4 **Quorum**

A quorum for all Annual General or Special General Meetings will be 5 members in good standing.

## **6.2 Special General Meeting of the Society**

### 6.2.1 **Calling of Special General Meeting**

The Society may also have general meetings on such dates as shall be fixed at the next preceding general meeting of the Society and such meetings shall be known as Special General Meetings.

### 6.2.2 **Notice**

The Secretary mails or delivers a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time, and purpose of the Special General Meeting. [\[M2\]](#)

### 6.2.3 **Agenda for Special General Meeting**

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

### 6.2.4 **Procedure at the Special General Meeting**

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting (6.3.5.1).

## 6.3 Proceedings at the Annual or a Special General Meeting

- 6.3.1 **Attendance by the Public:** General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.
- 6.3.2 **Failure to Reach Quorum:** The President will cancel the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If canceled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.
- 6.3.3 **Presiding Officer**
- 6.3.3.1 The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.
- 6.3.3.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present will choose one (1) of the Members to chair the meeting.
- 6.3.4 **Adjournment**
- 6.3.4.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.
- 6.3.4.2 No notice is necessary if the General Meeting is adjourned for Less than (30) days
- 6.3.4.3 The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.
- 6.3.4.4 General Meetings shall close no later than 10:30 pm unless extended by a majority vote of those persons present and entitled to vote.
- 6.3.5 **Voting**
- 6.3.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used for elections that are contested and if at least five (5) voting Members request it.
- 6.3.5.2 The President only votes in order to break a tie.
- 6.3.5.3 A Voting Member may not vote by proxy.
- 6.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution unless the issue needs to be decided by a Special Resolution.



6.3.5.5 The President declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

6.3.5.6 Members may withdraw their request for a ballot.

6.3.5.7 All voting at elections when an officer or position is contested shall be by secret ballot. If a candidate does not receive a majority of the votes cast at an election on the first ballot, the candidate receiving the least number of votes shall be dropped from the ballot and a further vote shall be taken until one candidate secures a majority of the votes.

#### 6.3.6 **Failure to Give Notice of Meeting**

No action taken at a General Meeting is invalid due to:

- a) accidental omission to give any notice to any Member;
- b) any Member not receiving any notice; or
- c) any error in any notice that does not affect the meaning.

#### 6.3.7 **Written Resolution of All the Voting Members:**

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

## **ARTICLE 7 – THE GOVERNMENT OF THE SOCIETY**

### **7.1 The Board of Directors**

7.1.1 **Governance and Management of the Society:** The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

#### 7.1.2 **Powers and Duties of the Board:**

The Board has the powers of the Society, except as stated in the *Societies Act*. The powers and duties of the Board include:

- a) Promoting the objectives of the Society;
- b) Promoting membership in the Society;
- c) Hiring employees, for the efficient functioning of the Society's business;
- d) Regulating employees' duties and setting their salaries;

- e) Maintaining and protecting the Society's assets and property;
- f) Approving an annual budget for the Society;
- g) Paying all expenses for operating and managing the Society;
- h) Paying persons for services and protecting persons from debts of the Society;
- i) Investing any extra monies;
- j) Financing the operations of the Society, and borrowing or raising monies;
- k) Making policies for managing and operating the Society;
- l) Approving all contracts for the Society;
- m) Maintaining all accounts and financial records of the Society;
- n) Appointing legal counsel as necessary;
- o) Making policies, rules and regulations for operating the Society and using its facilities and assets;
- p) Selling, disposing of, or mortgaging any or all of the property of the Society;  
and
- q) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

**7.1.3 Composition of the Board of Directors:** The Board consists of:

- President;
  - Vice-President;
  - Secretary;
  - Treasurer; [\[M3\]](#)
  - Director of Coaches Development
  - Director of Player Development
  - Fundraising Coordinator
  - Registrar
- Additional positions may include:

- Member-at-large,
- Other positions as determined by the board

**7.1.4 Election of the Directors and the President**[\[M4\]](#) [\[M5\]](#)

- 7.1.4.1 All terms will be for two years.
- 7.1.4.2 Voting members may re-elect any Director of the Board
- 7.1.4.3 A person appointed or elected becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment or nomination. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the appointment or election.
- 7.1.4.4 Each elected position will consist of a two (2) year term. Positions will be up for elections based on the year ending with an Odd or Even number

**Even Years**

- President
- Treasurer
- Player Development Director
- Fundraising Coordinator

**Odd Years**

- Vice President
- Secretary
- Coach Development Director
- Registrar

**7.1.5 Resignation, Death, or Removal of a Director**

- 7.1.5.1 A Director including the President may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
- 7.1.5.2 Voting Members may remove any Director including the President prior the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.
- 7.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This position remains vacant until the next AGM.

**7.1.6 Meetings of the Board**

- 7.1.6.1 Meetings of the Board shall be held as often as the business of the league shall require, or at least once every three months.
- 7.1.6.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing or via email and state the business for the meeting.
- 7.1.6.3 Three (3) days' notice for Board meetings, by mail, telephone, or via email to each Board Member is required. Board Members may waive notice.
- 7.1.6.4 A majority of the Directors present at any Board meeting is a quorum, and meetings may be held without notice if a majority of the members if a quorum of the Executive is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Executive – otherwise they shall be null and void.
- 7.1.6.5 If there is no quorum, the President adjourns the meeting to the same time, place and day of the following week.
- 7.1.6.6 Each Director, excluding the President, has one (1) vote.
- 7.1.6.7 The President will only vote in order to break a tie.
- 7.1.6.8 Meetings of the Board are open to Members of the Society, but only members in good standing shall be entitled to vote. No members other than those eligible to vote shall take part in the discussion or address the meeting without the permission of the chairman.
- 7.1.6.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- 7.1.6.10 A meeting of the Board may be held by a conference call. (Telephone or Video) Directors who participate in this call are considered present for the meeting.
- 7.1.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 7.1.6.12 A Director may waive formal notice of a meeting.

## **7.2 Directors**

- 7.2.1 The Directors of the Society are the President, Vice-President, Secretary, Treasurer, Registrar, Director of Coach Development, Director of Player Development, and Fundraising Coordinator.
- 7.2.2 The Officers hold office until their elected 2-year term is completed, or the need to vacate the position arises.

- 7.2.3 If there is a vacancy among Directors, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.

### **7.3 Duties of the Board Members**

#### **7.3.1 The President:**

- Supervises the affairs of the Board.
- When present, chairs all meetings of the Society, the Board, and the Executive Committee.
- Is an ex officio member of all Committees.
- Acts as the spokesperson for the Society or appoints a designate.
- Chairs the Executive Committee; and
- Is a Signing Authority
- Carries out other duties assigned by the Board.

#### **7.3.2 The Vice-President:**

- presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
- replaces the President at various functions when asked to do so by the President or the Board;
- is a signing authority;
- is responsible for the annual review of the Bylaws, Policies and Procedures;
- is a member of the Executive Committee; and
- carries out other duties assigned by the Board.

#### **7.3.3 The Secretary:**

- attends all meetings of the Society, including Board and the Executive Committee;
- keeps accurate minutes of these meetings;
- has charge of minute book and other records;
- has charge of the Board's correspondence under the direction of the President and the Board;
- keeps the Seal of the Society;
- makes sure all notices of various meetings are sent;
- files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;
- is a signing authority.
- is a member of the Executive Committee; and
- carries out other duties assigned by the Board.

**7.3.4 The Treasurer:**

- makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- makes sure a detailed account of revenues and expenditures is presented at every Board and General Meeting;
- makes sure an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting;
- is a member of the Executive Committee; and
- is a Signing Authority
- carries out other duties assigned by the Board

**7.3.5 Director of Coach Development:**

- Ensures that all Coaches have proper Certifications, and Security Checks in place to Coach.
- To be a support mechanism for Coaches to speak to.
- Carries out other duties assigned by the Board

**7.3.6 Director of Player Development:**

- Focus on the Development of all players in the Club
- To be a support mechanism for all teams when it comes to setting up development opportunities for teams to develop players
- Operate a “Grass Roots” program focused on working with all younger softball players and organizations
- Carries out other duties assigned by the Board
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**7.3.7 Registrar:**

- Will be in charge of ensuring all players are properly registered with the Club as well the Softball Governing Body.
- Carries out other duties assigned by the Board

**7.3.8 Fundraising Coordinator:**

- Will be in charge of working within the community looking for Fundraising opportunities for the Club to raise money.
- Carries out other duties assigned by the Board

#### 7.4 The Executive Committee:[\[M7\]](#)

- Consists of the President, Vice President, Treasure, Secretary.
- Is responsible for:
  - carrying out the day-to-day operations of the society, Including carrying out emergency and unusual business between Board meetings;
  - reporting to the Board of Directors on actions taken between Board meetings;
  - carrying out other duties as assigned by the Board.
  
- The Executive Committee acting in good faith has the power to pass temporary emergency resolutions on behalf of the Society. The vote must be approved by a 2/3 majority vote. The Resolution then will be presented to the board of directors at the next board meeting and review.
- All meetings of the Executive Committee are called by the President or on the request of any two (2) other Directors. They must request in writing or via email that the President call a meeting and state the business of the meeting.
- A meeting of the Executive Committee may be held by a conference call. (Phone or Video) Officers who participate in this call are considered present for the meeting.
- Members of the Executive Committee will have signing authority on behalf of the society
- Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.
- An Executive Member may waive formal notice of a meeting.
- All decisions made by the Executive Committee are to be reviewed at the next regularly scheduled Board Meeting.

#### 7.5 Board Committees

7.5.1 **Establishing Committees:** The Board may appoint committees to advise the Board. These committees will carry out the functions and otherwise act in accordance with such resolutions or “Terms of Reference” as may be passed by the Board of Directors or at a General Meeting.

##### 7.5.2 General Procedures for Committees

7.5.2.1 A Board Member chairs each committee created by the Board.

7.5.2.2 The Chairperson calls committee meetings. Each committee will provide:

- records minutes of its meetings;

- distributes these minutes to the committee members and to the Chairpersons of all other committees;
  - provides reports to each Board meeting at the Board's request.
- 7.5.2.3 A committee may adopt such rules and regulations for the internal administration of such Committee as it may deem appropriate, subject to compliance with these by-laws and regulations shall be subject to review and amendment at any time by resolution of the Executive of the Society.
- 7.5.2.4 A majority of the committee members present at a meeting is a quorum.
- 7.5.2.5 Each member of the committee, excluding the Chairperson, has one (1) vote at the committee meeting. The Chairperson has a casting vote in case of a tie.
- 7.5.2.6 Committees shall meet at the call of the Chairman of the committee as the Chairman deems necessary provided however that the committee Chairman shall call a meeting of their committee immediately if requested to do so by the Executive of the Society.
- 7.5.2.7 Each committee Chairman shall be responsible to the Executive for their committee. A committee Chairman shall not make a contractual or financial arrangements on behalf of the Society except to the extent previously authorized by the Executive, or in the event of an emergency with the prior approval of the President and Treasurer, which approval shall be subject to review and ratification at the next Executive meeting.
- 7.5.2.8 Each committee Chairman shall on behalf of his committee submit a budget to the Executive and the Treasurer at least one month prior to the end of the fiscal year. This budget shall relate to and include the anticipated amount of expenditure and revenue of that committee for the forthcoming fiscal year.
- 7.5.2.9 When authorized by the Executive, a committee Chairman shall have the power to requisition on an "imprest" petty cash basis within the limits of such authorization. Receipts and vouchers shall be produced to the Treasurer covering all previous expenditures when each requisition is made by the Chairman, and the Chairman shall at least one month prior to the end of the fiscal year of the Society make a final accounting of all funds received to the satisfaction of the Treasurer.
- 7.5.2.10 All monies received or collected by any committee Chairman from the operation of their committee shall immediately be paid over to the Treasurer or deposited in the Society's bank account and the Treasurer shall be so advised by delivery of a stamped copy of the deposit receipt

**ARTICLE 8 – FINANCE AND OTHER MANAGEMENT MATTERS**



### **8.1 The Finance Committee:**

- a) Consists of the Treasurer, who is the Chairperson, and three (3) other Members in good standing appointed by the Board.
- b) Is responsible for:
  - recommending budget policies to the Board;
  - investigating and making recommendations to the Board for acquiring funds and property;
  - recommending policies on disbursing and investing funds to the Board;
  - establishing policies for Board and committee expenditures;
  - arranging the annual audit of the books;
  - reporting on the year's activities at the Annual General Meeting; and
  - carrying out other duties assigned by the Board.

### **8.2 The Registered Office:**

The Registered Office of the Society is located in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

### **8.3 Finance and Auditing**

- 8.3.1 The fiscal year of the Society ends on December 31 of each year.
- 8.3.2 The books, accounts, and records of the Secretary and Treasurer will be audited once per year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books will be presented by the Auditor/Members of the league at each Annual General Meeting.
- 8.3.3 Each member of the Executive shall at all times have access to such books and records.

### **8.4 Seal of the Society**

- 8.4.1 The Board may adopt a seal as the Seal of the Society.
- 8.4.2 The Secretary has control and custody of the seal, and shall be used only upon the authorization of a resolution of the Executive and whenever used shall be authenticated by the signature or signatures of such officer, officers or other person or persons as such resolution may designate, or by having such designation by the Secretary together with either the President or Vice-President.
- 8.4.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.[\[M10\]](#)

## **8.5 Cheques, Electronic Banking, and Contracts of the Society**

- 8.5.1 All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the Society shall be signed by the Treasurer together with any one of the President, Vice-President or the Secretary.
- 8.5.2 No two members of the same household will be signing authorities. No signing authority will sign a cheque where they are the payee.
- 8.5.3 All contracts of the Society requiring execution by the Society shall be signed by the Secretary together with any one of the President, Vice-President or the Treasurer and the seal of the Society shall be affixed thereto.
- 8.5.4 Electronic banking, the treasurer will have authority to complete transactions on behalf of the Society via electronic banking, and E-Transfers, In the event that only method that funds can be paid out is electronically (Cheques are not accepted), the Treasurer is required to get written (Handwritten or via Email) permission from the President of the Society in order to proceed.

## **8.6 The Keeping and Inspection of the Books and Records of the Society**

- 8.6.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 8.6.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.
- 8.6.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the *Societies Act*, or any other statute or laws.
- 8.6.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.
- 8.6.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- 8.6.6 All financial records of the Society are open for such inspection by the Members.
- 8.6.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

## **8.7 Borrowing Powers**

- 8.7.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 8.7.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society

## **8.8 Payments**

- 8.8.1 No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.
- 8.8.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

## **8.9 Protection and Indemnity of Directors and Officers**

- 8.9.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 8.9.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.
- 8.9.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **8.10 Amendments to the By-laws**

- 8.10.1 These Bylaws may be rescinded, altered, or added to by a Special Resolution at a General, Special General or Annual General Meeting with 21 days' notice in writing (Email or Handwritten) or otherwise as set out in Article 6.
- 8.10.2 Any proposed changes must be reviewed at a Board of Directors meeting before being forwarded to a General, Special General, or Annual General Meeting

## **8.11 Dissolution**

Upon dissolution of the Club, all society assets will be liquidated (real estate property, fixtures, and all other liquid assets) and after the payment of any organizational debts, the remaining balance will be donated to the Stollery Children's Hospital located in Edmonton, Alberta Canada. The dissolution of the Society will be handled by 3 members of the Board of Directors who will act in good faith during the process

### **8.12 Parliamentary Authority**

The Rules contained in “Robert’s Rules of Order,” in its most current edition, will govern the proceedings at all meetings and in all cases where they are applicable, provided that they are not inconsistent with these Bylaws or the requirements of the *Societies Act*.